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05-192

DOCKET FILE COPY ORIGINAL

May 18, 2005

STAMP AND RETURN

By Courier

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
P.O. Box 358130
Pittsburgh, PA 15251-5205

FCC/MELLORE
MAY 18 2005

Re: **MB Docket 05-192**
Application for License Transfer

Dear Ms. Dortch:

Enclosed please find an application (and associated Form 159 and required filing fees) requesting authority for the transfer of certain identified licenses associated with the above-referenced docket. This is a "second step" application pertaining to licenses for which a separate "first step" application is being submitted to the Commission concurrently herewith.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,

Steven J. Horvitz
Counsel for Comcast Corporation

Enclosures

cc: John Wilner

FCC Wireless Communications Bureau
Application for Assignments of Authorization
and Transfers of Control

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number: N/A
2b) File numbers of related pending applications currently on file with the FCC: N/A		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(N) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	(N) Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	(N) Yes No
5a) Does this filing request a waiver of the Commission's rules? If 'Yes', attach an exhibit providing rule numbers and explaining circumstances.	(N) Yes No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of the rule sections and enter the results. N/A	
6) Are attachments being filed with this application?	(Y) Yes No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(Y) Yes No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(Y) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (S)	
<u>Sale</u> or other assignment or transfer of stock	<u>Court</u> Order
Other (voting trust agreement, management contract, etc.): _____	
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.	
9) The assignment of authorization or transfer of control of license is:	(V) Voluntary Involuntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0013-4299-56			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Cable Holdco II, Inc.			
13) Attention To: Don Sambol			
14) P.O. Box:	And /Or	15) Street Address: 290 Harbor Drive	
16) City: Stamford	17) State: CT	18) Zip Code: 06904-2210	
19) Telephone Number: (203) 328-0600		20) FAX Number:	
21) E-Mail Address:			

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0003-4799-61			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if other than individual): Time Warner Inc.			
26) P.O. Box:	And /Or	27) Street Address: 1 Time Warner	
28) City: New York	29) State: NY	30) Zip Code: 10019	
31) Telephone Number: (212) 484-8000	32) FAX Number:		
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: John	MI: R	Last Name: Wilner	Suffix:
35) Company Name: Bryan Cave LLP			
36) P.O. Box:	And /Or	37) Street Address: 700 Thirteenth Street, NW, Suite 700	
38) City: Washington	39) State: DC	40) Zip Code: 20005	
41) Telephone Number: (202) 508-6041	42) FAX Number:		
43) E-Mail Address:			

Assignee/Transferee Information

44) Assignee is a(n): (C)	<input type="checkbox"/> Individual Corporation	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust Partnership	<input type="checkbox"/> Government Entity Consortium	<input type="checkbox"/> Joint Venture
45) FCC Registration Number (FRN): 0006-3292-47					
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): Comcast Corporation					
48) Name of Real Party in Interest:				49) Taxpayer Identification Number:	
50) Attention To: Ruth Billebault					

51) P.O. Box		And /Or	52) Street Address: 1500 Market Street	
53) City: Philadelphia			54) State: PA	55) Zip Code: 19102
56) Telephone Number: (215) 665-1700			57) FAX Number: (215) 981-7820	
58) E-Mail Address: ruth.billebault@cable.comcast.com				

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Steven		MI: J	Last Name: Horvitz		Suffix:
60) Company Name: Cole, Raywid & Braverman, LLP					
61) P.O. Box		And /Or	62) Street Address: 1919 Pennsylvania Avenue, NW, Suite 200		
63) City: Washington			64) State: DC	65) Zip Code: 20006	
66) Telephone Number: (202) 828-9828			67) FAX Number: (202) 452-0067		
68) E-Mail Address: shorvitz@crblaw.com					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) <u>Yes</u> No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) <u>Yes</u> No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N) <u>Yes</u> No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			


Fee Status

79) Is the applicant exempt from FCC application fees?	(N) <u>Yes</u> <u>No</u>
80) Is the applicant exempt from FCC regulatory fees?	(N) <u>Yes</u> <u>No</u>

Assignor/Transferor Certification Statements

1)	The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rod. 6283 (1998).
2)	The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.


Typed or Printed Name of Party Authorized to Sign

81) First Name:	MI:	Last Name:	Suffix:
Steven		Teplitz	
82) Title: Vice President and Associate General Counsel			
Signature: ✓ 			83) Date: 05/17 /2005

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. "If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request."
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name: Arthur	MI: R.	Last Name: Block	Suffix: Esquire
85) Title: Senior Vice President			
Signature: 			86) Date: 5/12/05
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

[illegible]

DESCRIPTION OF THE TRANSACTION

This application arises from a series of agreements involving Adelphia, Comcast, and Time Warner Cable. As a result of the transactions contemplated by these agreements: (1) Time Warner Cable and Comcast will each acquire various cable systems that, in the aggregate, comprise substantially all of the domestic cable systems now owned or managed by Adelphia (the "Adelphia Transactions"); (2) Time Warner Cable and Comcast will swap certain cable systems, including certain cable systems newly acquired from Adelphia and certain cable systems that they each currently own (the "Swap Transactions"); (3) Time Warner Cable will redeem Comcast's existing equity and partnership interests in Time Warner Cable and Time Warner Entertainment Company, LP, in exchange for the distribution to Comcast of certain cable systems and cash (the "Redemption Transactions"); and (4) Time Warner Cable will emerge as a publicly traded company, voting control of which will continue to be held by Time Warner Inc.

This application, and the applications being filed concurrently herewith, seeks Commission consent to accomplish the various license assignments and/or transfers of control necessary to effectuate the Adelphia Transactions, the Swap Transactions, and the Redemption Transactions. A Public Interest Statement and copies of the agreements referenced above are being submitted to the Commission concurrently herewith and can be found in MB Docket No. 05-192.

This particular application pertains to the Redemption Transactions. (This is actually the "second step" in a two-part transaction. It assumes a grant of a companion application seeking pro forma approval to assign various licenses among Time Warner Cable subsidiaries.) It is being submitted pursuant to a Redemption Agreement, dated as of April 20, 2005, by and among Comcast Cable Communications Holdings, Inc.; MOC Holdco II, Inc.; TWE Holdings II Trust; Cable Holdco II Inc.; Time Warner Cable Inc.; and, for certain limited purposes, Comcast Corporation, Time Warner Inc. and TWE Holdings I Trust. This application seeks approval to transfer control of certain Time Warner Cable subsidiaries and associated licenses to Comcast.